

NIXON PEABODY LLP

Christopher M. Desiderio, Esq. (CD 6929)

437 Madison Avenue

New York, NY 10022

Tel. (212) 940-3000

- and -

Victor G. Milione Esq.

100 Summer Street

Boston, MA 02110

Telephone: (617) 345-1305

Attorneys for

Wilmington Trust Company as Collateral Agent;

Wilmington Trust FSB as Indenture Trustee; and,

Wilmington Trust Company as Administrative Agent

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|-------------------------------------|
| -----X | : | |
| In re | : | |
| | : | Chapter 11 |
| | : | |
| CALPINE CORPORATION, et al., | : | Case No. 05-60200 (BRL) |
| | : | |
| | : | (Jointly Administered) |
| | : | |
| -----X | : | |
| HSBC BANK USA, NATIONAL | : | |
| ASSOCIATION, AS INDENTURE | : | |
| TRUSTEE, THE BANK OF NEW YORK, | : | Case No. 1:07-cv-03088 (GBD) |
| AS ADMINISTRATIVE AGENT, | : | |
| WILMINGTON TRUST FSB, AS | : | |
| INDENTURE TRUSTEE, WILMINGTON | : | |
| TRUST COMPANY, AS ADMINISTRATIVE | : | |
| AGENT, AND MANUFACTURERS | : | |
| & TRADERS TRUST COMPANY, | : | |
| AS INDENTURE TRUSTEE, | : | |
| | : | |
| Appellants, | : | |
| | : | |
| – against – | : | |
| | : | |
| CALPINE CORPORATION, THE OFFICIAL | : | |
| COMMITTEE OF UNSECURED | : | |
| CREDITORS OF CALPINE CORPORATION, | : | |
| AND THE OFFICIAL COMMITTEE OF | : | |
| EQUITY SECURITY HOLDERS, | : | |
| | : | |
| Appellees. | : | |
| -----X | : | |

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CALPINE CORPORATION, THE OFFICIAL :
COMMITTEE OF UNSECURED :
CREDITORS OF CALPINE CORPORATION, :
AND THE OFFICIAL COMMITTEE OF :
EQUITY SECURITY HOLDERS, :
:
Appellants, :
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– against – :
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HSBC BANK USA, NATIONAL :
ASSOCIATION, AS INDENTURE :
TRUSTEE, THE BANK OF NEW YORK, :
AS ADMINISTRATIVE AGENT, :
WILMINGTON TRUST FSB, AS :
INDENTURE TRUSTEE, WILMINGTON :
TRUST COMPANY, AS ADMINISTRATIVE :
AGENT, AND MANUFACTURERS :
& TRADERS TRUST COMPANY, :
AS INDENTURE TRUSTEE, :
:
Appellees. :
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MOTION FOR ADMISSION TO PRACTICE, *Pro Hac Vice*

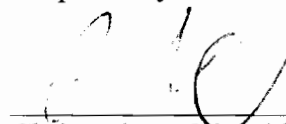
PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York, I, Christopher M. Desiderio, a member in good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of

| | |
|-------------------|-----------------------|
| Applicant's Name: | Victor G. Milione |
| Firm Name: | Nixon Peabody LLP |
| Address: | 100 Summer Street |
| City/State/Zip: | Boston, MA 02110-2131 |
| Phone Number: | (617) 345-1000 |
| Fax Number: | (617) 345-1300 |

Victor G. Milione is a member in good standing of the Bar of the Commonwealth of Massachusetts.

Dated: New York, New York
July 9, 2007

Respectfully submitted,

A handwritten signature in dark ink, appearing to read "C. Desiderio", is written over a horizontal line.

Christopher M. Desiderio
Sponsor's SDNY Bar CD 6929
Firm Name: Nixon Peabody LLP
Address: 437 Madison Avenue
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Fax Number: (866) 780-0178

NIXON PEABODY LLP

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Attorneys for

Wilmington Trust Company as Collateral Agent;

Wilmington Trust FSB as Indenture Trustee; and,

Wilmington Trust Company as Administrative Agent

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

CALPINE CORPORATION, *et al.*,

Chapter 11

Case No. 05-60200 (BRL)

(Jointly Administered)

**HSBC BANK USA, NATIONAL
ASSOCIATION, AS INDENTURE
TRUSTEE, THE BANK OF NEW YORK,
AS ADMINISTRATIVE AGENT,
WILMINGTON TRUST FSB, AS
INDENTURE TRUSTEE, WILMINGTON
TRUST COMPANY, AS ADMINISTRATIVE
AGENT, AND MANUFACTURERS
& TRADERS TRUST COMPANY,
AS INDENTURE TRUSTEE,**

Case No. 1:07-cv-03088 (GBD)

Appellants,

– against –

**CALPINE CORPORATION, THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS OF CALPINE CORPORATION,
AND THE OFFICIAL COMMITTEE OF
EQUITY SECURITY HOLDERS,**

Appellees.

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| | : |
| Appellants, | : |
| | : |
| – against – | : |
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| HSBC BANK USA, NATIONAL | : |
| ASSOCIATION, AS INDENTURE | : |
| TRUSTEE, THE BANK OF NEW YORK, | : |
| AS ADMINISTRATIVE AGENT, | : |
| WILMINGTON TRUST FSB, AS | : |
| INDENTURE TRUSTEE, WILMINGTON | : |
| TRUST COMPANY, AS ADMINISTRATIVE | : |
| AGENT, AND MANUFACTURERS | : |
| & TRADERS TRUST COMPANY, | : |
| AS INDENTURE TRUSTEE, | : |
| | : |
| Appellees. | : |
| -----X | |

State of New York)
) ss.:
 County of New York)

AFFIDAVIT IN SUPPORT OF MOTION PRO HAC VICE

CHRISTOPHER M. DESIDERIO, being duly sworn, deposes and says:

1. I am an attorney in good standing and duly admitted to practice in the State of New York and before this Court. I am a member of the law firm Nixon Peabody LLP, attorneys for Wilmington Trust Company, as Collateral Agent; Wilmington Trust FSB as Indenture

Trustee; and, Wilmington Trust Company, as Administrative Agent,¹ in connection with the above-entitled matter. I submit this affidavit in support of the motion to admit pro hac vice Victor G. Milione of Nixon Peabody LLP to represent the above mentioned Appellants and Appellees for all purposes in this case.

2. Victor G. Milione also is a member of Nixon Peabody LLP. Victor G. Milione is a member in good standing of the bar of the Commonwealth of Massachusetts (Certificates of Good Standing from these jurisdictions are attached hereto as Exhibit A.)

¹ This motion is filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

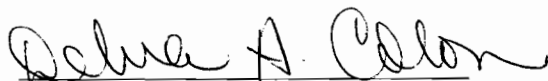
- (a) the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00 (for which Wilmington Trust FSB serves as Indenture Trustee and Wilmington Trust Company serves as Collateral Agent);
- (b) the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 (for which Wilmington Trust Company serves as successor Administrative Agent and Wilmington Trust Company serves as Collateral Agent);
- (c) the First Priority Secured Revolving Loans issued on or about March 23, 2004, in the original aggregate principal amount of \$200,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (d) the Second Priority Secured Floating Rate Notes due 2010, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$640,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (e) the Second Priority Secured Institutional Term Loans due 2010, issued on or about March 23, 2004, in the original aggregate principal amount of \$100,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent);
- (f) the Third Priority Secured Floating Rate Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$680,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent); and
- (g) the 11 ½ % Third Priority Secured Notes due 2011, issued on or about March 23, 2004, in the original aggregate principal amount of \$150,000,000.00 (for which Wilmington Trust Company serves as Collateral Agent).

3. There are no current or pending actions against Victor G. Milione in State or Federal court.



CHRISTOPHER M. DESIDERIO

Sworn to before me this 9th day
of July, 2007


Notary Public

DEBRA A. COLON
Notary Public, State of New York
No. 01C05082854
Qualified in Richmond County
Commission Expires July 28, 2009

COMMONWEALTH OF MASSACHUSETTS

SUFFOLK, SS.

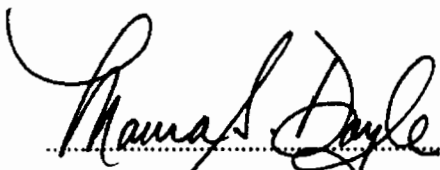
BE IT REMEMBERED, that at the Supreme Judicial Court holden at Boston within and for said County of Suffolk, on the **twenty-first** day of **January** A.D. **1987**, said Court being the highest Court of Record in said Commonwealth:

Victor G. Milione

being found duly qualified in that behalf, and having taken and subscribed the oaths required by law, was admitted to practice as an Attorney, and, by virtue thereof, as a Counsellor at Law, in any of the Courts of the said Commonwealth: that said Attorney is at present a member of the Bar, and is in good standing according to the records of this Court*.

In testimony whereof, I have hereunto set my hand and affixed the seal of said Court, this **twenty-seventh** day of **June** in the year of our Lord **two thousand and seven**.

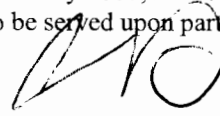



MAURA S. DOYLE, Clerk

* Records of private discipline, if any, such as a private reprimand imposed by the Board of Bar Overseers or by any court, are not covered by this certification.

CERTIFICATE OF SERVICE

I, Christopher M. Desiderio, hereby certify that on this 9th day of July 2007, I caused a true and correct copy of the Motion for Admission of Victor G. Milione to Practice, Pro Hac Vice to be served upon parties below by regular mail, postage prepaid.



Christopher M. Desiderio, Esq.

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New York, NY 10019

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re

CALPINE CORPORATION, *et al.*,

Chapter 11

Case No. 05-60200 (BRL)

(Jointly Administered)
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| ----- | X |

ORDER GRANTING MOTION FOR ADMISSION TO PRACTICE, *Pro Hac Vice*

Victor G. Milione, an active member in good standing in the Commonwealth of Massachusetts, having applied in the above-entitled action for admission to practice in the Southern District of New York on a *pro hac vice* basis, representing Wilmington Trust

Company, as Collateral Agent; Wilmington Trust FSB as Indenture Trustee; and, Wilmington Trust Company, as Administrative Agent,¹ in the above captioned matter.

IT IS HEREBY ORDERED THAT the application is granted.

Dated: July __, 2007

UNITED STATES DISTRICT COURT JUDGE
SOUTHERN DISTRICT OF NEW YORK

¹ The Motion was filed to represent (i) Wilmington Trust FSB as Indenture Trustee for the First Priority Secured Floating Rate Notes due 2009, issued on or about March 23, 2004, by CalGen in the original aggregate principal amount of \$235,000,000.00; (ii) Wilmington Trust Company as Administrative Agent for the First Priority Institutional Term Loans due 2009, issued on or about March 23, 2004, in the original aggregate principal amount of \$600,000,000.00 and, (iii) Wilmington Trust Company in its capacity as Collateral Agent under that Collateral Trust and Intercreditor Agreement dated March 23, 2004, between: Calpine CalGen Holdings, Inc., Calpine Generating Company, LLC, certain Debtor Guarantors, Wilmington Trust FSB as Trustee, Morgan Stanley Senior Funding, Inc. as Term Loan Administrative Agent, the Bank of Nova Scotia as Revolving Loan Administrative Agent as Collateral Agent for:

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